

EXHIBIT N

DECLARATION OF CULLEN BEALER

I, Cullen Bealer, declare as follows:

1. I am over 18 years of age and have personal knowledge of the facts set forth in this declaration. If called as a witness, I could testify competently regarding them.
2. I am currently employed as a Café Manager of the Barnes & Noble Booksellers, Inc. ("Barnes & Noble") store located in Jefferson City, Missouri (Store #2161). I first joined Barnes & Noble as a Lead Bookseller and worked in that position for five years. I was then promoted to Café Manager in 2011 and have been working in that position since then.
3. Prior to working at Barnes & Noble, I was the Assistant Store Manager and Store Manager for a Journey's Shoes store.
4. I acknowledge that, before asking me questions about my employment, an attorney representing Barnes & Noble (1) explained to me that a former Café Manager, Kelly Brown, has filed a lawsuit against Barnes & Noble; (2) provided a brief overview of the allegations and claims in the lawsuit; (3) explained that Ms. Brown brought the lawsuit on behalf of herself and was seeking to bring it on behalf of other Café Managers, including me; (4) told me that my participation in the interview was completely voluntary; and (5) told me that I will not be subject to retaliation regardless of whether I choose to participate in the interview or as a result of any information that I provide. The attorney provided me with the opportunity to ask questions. I then elected to proceed with the discussion and to sign this declaration, which was prepared from the information I provided. Before executing this declaration, I was given the opportunity to review it and ensure its accuracy, which I did. I understand that Barnes & Noble will use the information provided to attempt to demonstrate that the alleged experiences of Ms. Brown were not representative and, further, that Barnes & Noble has not violated any laws.

5. I received training for the Café Manager position when I was promoted in 2011. At the time, I received five days of training by working with the then-District Training Manager in the St. Louis, Missouri (West County) store. Each day of training was about 8 hours. My training focused more on learning the managerial side of being a Café Manager than learning how to prepare drinks and food. This was because I have over 15 years of experience in the food industry working at restaurants as a prep and line cook. I also occasionally helped out in the café when I was a Lead Bookseller so I was familiar with how to prepare most of the café drinks.

6. Although the specific number will vary at any time, we typically employ an average of five café servers, all of whom I manage. Due to my café's relatively low sales volume, we do not have a Café Lead.

7. I am the primary person responsible for hiring Café Servers. I conduct the applicant screening process and the first in-person interview. If I like the candidate, I invite them back for a second in-person interview, which is conducted by the Assistant Store Manager. While the ultimate decision to hire a Café Server is mine, I work with the store's management team to make these decisions on hiring.

8. I am responsible for training new and current café employees. I tailor my training to each individual, depending on their background and level of experience in a similar setting. The amount of time that it takes to train new Café Servers varies depending on the person and their learning style. It is my responsibility to determine whether a trainee has received enough training or requires more. I do this based on my observations of the person. I also determine whether current café employees are in need of additional training based on my observations while supervising the café of their performance and ability. In the past year, I have trained approximately six Café Servers.

9. I am also responsible for evaluating employee performance and writing the annual reviews of Café Servers. Once I prepare the reviews, my Store Manager will sign off after making any minor changes to the reviews. My Store Manager trusts my judgment in evaluating my café employees and, therefore, makes only minor changes. I also meet with employees to discuss their reviews on a one-on-one basis and provide them guidance as to how to improve their performance.

10. I discipline employees as appropriate without managerial approval. In the past, I have issued verbal warnings for tardiness and for failing to follow standard operating procedures. For continued performance issues, I will prepare improvement plans and discuss these with my Store Manager and the human resources department as needed.

11. At my store, the Store Manager and Assistant Store Manager share responsibility for preparing the schedules for all employees using a program called Dayforce. Prior to the implementation of Dayforce, I was responsible for preparing schedules for Café Servers and spent about two to three hours per week on scheduling. Now I spend 30 minutes per week reviewing the schedules prepared by the Store Manager or Assistant Store Manager. I review the schedules to ensure that the café has adequate coverage for when I expect the café to be busy. For example, I make sure the café has extra coverage on days we are scheduled to receive our weekly product delivery.

12. I handle staffing issues that arise throughout the week, such as call-outs, by working with the Manager on Duty. The Manager on Duty reaches out to available café workers or requests that one of the cross-trained booksellers provide the assistance needed in the café.

13. I also provide continuous “in the moment” coaching to Café Servers every day. I provide this coaching when I observe that a café employee needs guidance in a particular area,

such as how to properly prepare food or a drink. I try to use coaching as an opportunity to teach Café Servers the proper operating procedures for the café and before issuing any verbal warnings. I strongly believe that coaching Café Servers is the best way to guarantee the café is operating up to the company's expectations and standards. This belief is based on my judgment about the best way to manage café employees, which is left to my discretion.

14. As Café Manager, one of my primary responsibilities is to ensure that the café meets its sales goal. To achieve this goal, I regularly review the café's P&L report and the "Top 50" report. These reports provide a breakdown of the café's performance by product and I can determine which items are selling well and which items are not. After reviewing these reports, I make strategic decisions on product ordering and determine which items the café should focus its selling efforts on. The Café Servers are a big part of whether the café meets its sales goal, so I believe it is very important that all café employees work as a team to meet this goal.

15. I am also responsible for meeting our gross profit margin goal. The café's gross profit margin is determined by the café's overall sales performance as compared to the café's waste. Based on my experience, making and increasing sales is the best way to ensure that the café will meet its gross profit margin goal. I also believe managing waste and loss prevention in the café is critical in meeting this goal. Decisions concerning how to reach my financial goals and, therefore, how to increase sales are my decisions, which I make based on my discretion and analysis of the information available to me, including financial data for the café. Ultimately, if I am successful in managing sales and gross margin to meet our café's goals, then I am eligible for a bonus.

16. I am responsible for ordering product and merchandise for the café. Every week, I determine how much product we should order based on recent sales, financial reports, and our

projected traffic for the upcoming days. I use my judgment to determine the café order and do not need or seek approval from any other manager.

17. I am also responsible to ensure the café is in compliance with local, state and federal health codes. I supervise Café Servers to ensure that they are following food safety guidelines and keeping the café area in compliance with those codes. I am also responsible for ensuring the proper maintenance of the equipment in the café.

18. The majority of my working time is spent on managerial duties such as directing the work of café employees, training new Café Servers, figuring out ways to increase sales, making hiring decisions, and providing in the moment counseling. This time includes managing the café and directing the work of two or more employees. My work as a Café Manager requires me to constantly exercise my own judgment on how to run the café and supervise my employees, including what tasks should be delegated to Café Servers.

19. Even when I am working in the café alongside the employees, I supervise the employees and I am always acting as their manager. I am constantly looking for areas that need improvement, identifying things that I need to provide training on, ensuring that café employees are on task and following food safety and preparation guidelines, and making sure that the café's employees and physical space are providing an excellent customer experience.

20. While the coverage in the café varies from week to week, and day to day, in my experience at my current store, I am the sole employee assigned to the café in only about 50% of the time. This occurs when the café is not particularly busy during off-peak hours. Even then, I am managing the café and its employees by inspecting various aspects of the café to ensure tasks were performed properly and by noting things that café employees need to do or need coaching

on. If the café were to get unexpectedly busy, I always have the ability to request help from other booksellers, who are trained to assist in the café.

21. Prior to October 30, 2016, and otherwise throughout my employment as a Café Manager, I was being compensated on a salary basis at a rate of more than \$455 per week.

22. I am usually scheduled to work 40 hours a week, and I usually work only my scheduled hours. I also take at least one 30-minute break during the day for lunch. On occasions when I work past my scheduled hours on a given day, I have the opportunity to leave early on other days so that I work only 40 hours that week. I usually take advantage of that opportunity. I do not have any records that would provide any more specific information about this.

23. I believe that I have been paid properly while working as a Café Manager. If I had a complaint or concern about my pay, I would be comfortable raising it internally, without fear of retaliation.

Pursuant to the laws of the United States of America, I declare under penalty of perjury that the foregoing is true and correct. Executed on November 29 2016

Cullen Bealer